

07-08-2002



To the Honorable Commissioner of Patents and Trademarks:
Please record the attached original document or copy thereof.

102147039

1. Name of Party(ies) conveying an interest:

Sanford Acquisition Company

FINANCIAL STATEMENT
7.2.02

Entity:

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Michigan
- Other -

Address of Party(ies) receiving an interest:

Name: Federal-Mogul Corporation

Internal Address:

Street Address: 26555 Northwestern Highway
City: Southfield State: Michigan Zip:48034

Entity:

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Michigan
- Other

Citizenship:

3. Interest Conveyed:

- Assignment
- Change of Name
- Security Agreement
- Merger
- Other

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(The attached document must not be an assignment)

4. Application number(s) or registration number(s).
(Additional Sheet Attached?) Yes No

A. Trademark Serial No.

B. Trademark Registration No.(s)

303,861

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: William H. Honaker
Address: Howard & Howard Attorneys, P.C.
The Pinehurst Office Center, Suite #101
39400 North Woodward Avenue
City: Bloomfield Hills State: MI Zip: 48304-5151

6. Number of applications and registrations involved:

One (1)

7. Amount of fee enclosed or authorized to charged:

\$ 40.00 (enclosed)

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account) 08-2789

DO NOT USE THIS SPACE

9. Date of execution of attached document November 30, 1999
10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on:

Signature

William H. Honaker
Name of Person Signing

June 21, 2002
Date

07/05/2002 TDIAZ1 00000111 303861

01 FC:481

40.00 DP

TRADEMARK ASSIGNMENT

This Trademark Assignment is made by and between FEDERAL-MOGUL CORPORATION ("FM"), a Michigan Corporation and SANFORD ACQUISITION COMPANY ("SANFORD"), a Michigan corporation, and is effective this 30th day of November, 1999.

WHEREAS SANFORD owns the global trademark rights for the trademarks including "Sealed Power", Speed Pro", "Girl in Ring", "Lightning Bolt", and related trademarks (the "Marks") for which SANFORD owns the registrations identified in Appendix A for the goods and services identified therein; and

WHEREAS FM desires to acquire the Marks and the Registrations therefor: NOW, THEREFORE, the parties agree as follows:

- 1. SANFORD warrants to FM that:
(a) SANFORD is the owner of the Marks, trademark registrations and applications set forth in Appendix A:
(b) SANFORD is not aware of any third party right to block or interfere with the ownership being transferred under the Trademark Assignment; and
(c) FM will not have to pay any third party for the transfer of trademark ownership under this Trademark Assignment.
2. As of the date of this Trademark Assignment, and for good and valuable consideration, the receipt of which is hereby acknowledged, SANFORD hereby sells, assigns and transfers to FM all rights, title and interest to each of the Marks, except for those in Mexico, together with the goodwill of the business symbolized by the Marks, and the registrations thereof and applications therefor.

FEDERAL-MOGUL CORPORATION

SANFORD ACQUISITION COMPANY

By: [Signature]
David M. Sherbin
Title: Secretary
Date: November 30, 1999

By: [Signature]
Susan J. Stewart
Title: Assistant Secretary
Date: November 30, 1999

COUNTY OF Macomb)
)ss
STATE OF Michigan)

COUNTY OF LUCAS)
)ss
STATE OF OHIO)

Sworn and subscribed to before me
This 30th day of November 1999.

Sworn and subscribed to before me
This 30th day of November 1999.

[Signature]
Notary Public

[Signature]
Notary Public

JACQUELINE MARASCO
Notary Public, Macomb County, MI
My Commission Expires Nov. 9, 2001



ROBERT M. LEONARDI, Attorney at Law
Notary Public, State of Ohio
My commission has no expiration date

Appendix A
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MASTER FILE REPORT
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PCMASTER REPORTER

08J1933 1

TM. PL = "SEALED POWER" OR "SPEED PRO" OR "GIRL IN RING" OR
USA

CTY

"LIGHTNING BOLT"

Docket No.

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FEDERAL MOGUL TRADEMARKS WORLDWIDE
TRADEMARK

| | CTY | CUR APP NO | CUR APP DT | CUR REG NO | CUR |
|-------------------------|------|------------|------------|------------|------|
| SEALED POWER | USA | 110637 | 23DE1976 | 1074888 | 1100 |
| SEALED POWER | USA | 340226 | 09OC1969 | 894994 | 21JT |
| SEALED POWER & DESIGN | USA | 754803 | 29SE1986 | 1574726 | 02JP |
| SEALED POWER & DESIGN | USA | 463322 | 27JA1984 | 1354968 | 20AU |
| SEALED POWER & DESIGN | USA | 330353 | | 1240879 | 07JE |
| SEALED POWER | USA | 427676 | 26JA1940 | 380020 | 06AG |
| SEALED POWER | USA | 336865 | 01JE1932 | 306126 | 95SE |
| SEALED POWER | USA | 323714 | 01FE1932 | 303861 | 13JE |
| GIRL IN RING | ARGE | | | 1615467 | 13SE |
| LIGHTNING BOLT | ARGE | 1843402 | 22MY1992 | 1548173 | 30DE |
| SEALED POWER & DESIGN | ARGE | 1917289 | 22AP1994 | 1545303 | 30NO |
| SEALED POWER & DESIGN | ARGE | 1917288 | 22AP1994 | 1545302 | 30NO |
| SEALED POWER AND DEVICE | ARGE | 2041593 | 22JL1996 | 1622617 | 20NO |
| SEALED POWER AND DEVICE | ARGE | 2041594 | | 1622618 | 20NO |
| GIRL IN RING | ASTL | 252036 | 20SE1971 | A252036 | 20SE |
| GIRL IN RING | ASTL | 252037 | 20SE1971 | A252037 | 20SE |
| LIGHTNING BOLT | ASTL | 367901 | 10NO1981 | A367901 | 10NO |
| SEALED POWER & DESIGN | ASTL | 367900 | 10NO1981 | A367900 | 10NO |
| SEALED POWER | ASTL | 104256 | 19OC1950 | A104256 | 19OC |
| GIRL IN RING | BENE | 10986 | 08SE1971 | 304540 | 08SE |
| SEALED POWER & DESIGN | BENE | 646844 | 07DE1981 | 378165 | 07DE |
| SEALED POWER | BENE | 10987 | 03SE1971 | 304541 | 08SE |
| GIRL IN RING | BRAZ | 002958678 | 31MR1984 | 002958678 | 31MR |
| SEALED POWER & DESIGN | BRAZ | 810726980 | 30AU1983 | 810726980 | 30AU |
| SEALED POWER | BRAZ | 002919818 | 07FE1964 | 002919818 | 07FE |
| SEALED POWER | BRAZ | 002919826 | 07FE1964 | 002919826 | 07FE |
| LIGHTNING BOLT | CANA | 477737 | 03NO1981 | 286649 | 06JA |
| SEALED POWER & DESIGN | CANA | 477738 | 03NO1981 | 288517 | 02MR |
| SEALED POWER | CANA | 55451 | 01SE1987 | 55451 | 01SE |
| SEALED POWER & DESIGN | CHIL | 96301 | 06AP1983 | 407375 | 06JC |
| SEALED POWER | CHIL | 365186 | 24NO1980 | 365186 | 21FE |
| LIGHTNING BOLT | COLO | 205321 | 29SE1981 | 113516 | 07AP |
| SEALED POWER | COLO | 13446 | 21DE1990 | 13446 | 21DE |
| SEALED POWER (DESIGN) | COLO | | | 171546 | 28DE |
| SEALED POWER & DESIGN | DENN | 4702781 | 05NO1981 | 1977782 | 28MY |
| GIRL IN RING | FRAN | 119606 | 06SE1971 | 1686723 | 09AU |
| LIGHTNING BOLT | FRAN | 613733 | 26NO1981 | 1707977 | 26NO |
| SEALED POWER & DESIGN | FRAN | 613732 | 26NO1981 | 1707976 | 26NO |
| SEALED POWER | FRAN | | 29JL1977 | 1420526 | 29JL |
| GIRL IN RING | GBRI | 979762 | 27AU1971 | 979762 | 27AU |

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MASTER FILE REPORT
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PCMASTER RDPORTR

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TR. PL < "SEALED POWER" OR "SPEED PRO" OR "GIRL IN RING" OR
GBRI

CTY

"LIGHTNING BOLT"
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FEDERAL MOGUL TRADEMARKS WORLDWIDE
TRADEMARK

Docket No.

| | CTY | CUR APP NO | CUR APP DT | CUR REG NO | CUR REG DT |
|-----------------------|------|--------------|------------|------------|------------|
| LIGHTNING BOLT | GBRI | 1161906 | 25SE1901 | 1161906 | 25SE1900 |
| SEALED POWER & DESIGN | GBRI | 1161907 | 25SE1981 | 1161907 | 25SE1981 |
| SEALED POWER | GBRI | 979761 | 27A01971 | 979761 | 27A01992 |
| GIRL IN RING | GERM | S 24042/7 WZ | 23DE1971 | 906651 | 30SE1991 |
| SEALED POWER & DESIGN | GERM | S36886/7WZ | 10NO1981 | 1035017 | 30NO1991 |
| SEALED POWER | GERM | S24843/7WZ | 23DE1971 | 917638 | 23SE1971 |
| SEALED POWER & DESIGN | CANX | 72924 | 30JL1982 | 72524 | 30JL1992 |
| SEALED POWER | GRDC | 11559 | 11JA1978 | 11559 | 11JA1998 |
| SEALED POWER | GREC | 11560 | 11JA1978 | 11560 | 11JA1998 |
| SEALED POWER | HONG | 226/88 | 15JA1988 | B3112/91 | 20SE1995 |
| SEALED POWER | HONG | 1091/71 | 13SE1971 | B924/19/75 | 13SE1971 |
| LIGHTNING BOLT | INDI | 427470 | 22SE1984 | <27478 | 22SE1996 |
| SEALED POWER | INDI | 309790 | 01JA1997 | | |
| SEALED POWER | INDI | 4667/1937 | 01JA1997 | 4667/1937 | 01JA1997 |
| SEALED POWER | INDI | 427479 | 22SE1984 | | |
| SEALED POWER | INDI | 322878 | 09FE1977 | | |
| LIGHTNING BOLT | INDO | 4297 | 04DE1981 | 164005 | 03MY1992 |
| SEALED POWER | INDO | D9723270 | 24OC1997 | 233699 | 26AP1998 |
| SEALED POWER & DESIGN | ISRA | 53043 | 05OC1981 | 53043 | 05OC1988 |
| SEALED POWER | ISRA | 36069 | 28A01972 | 36069 | 28A01993 |
| SEALED POWER | ISRA | 34152 | 01SE1971 | 34152 | 01SE1992 |
| LIGHTNING BOLT | ITAL | 35788 C/81 | 17DE1981 | 443584 | 17DE1981 |
| SEALED POWER & DESIGN | ITAL | 35789C/81 | 17DE1981 | 443585 | 05SE1986 |
| SEALED POWER | ITAL | M591C/002980 | 06SE1971 | 613651 | 12DC1993 |
| LIGHTNING BOLT | JAPA | 129/82 | 06JA1982 | 1816305 | 31CC1985 |
| SEALED POWER & DESIGN | JAPA | 130/82 | 06JA1982 | 1862805 | 30MY1996 |
| SEALED POWER | JAPA | | | 305713 | 21DE1997 |
| LIGHTNING BOLT | KORS | 8111642 | 31OC1981 | 84006 | 22SE1982 |
| SEALED POWER & DESIGN | KORS | 81-11643 | 31DE1981 | 91082 | 25MY1993 |
| SEALED POWER | KORS | 4677/1971 | 29OC1971 | 25669 | 25FE1992 |
| SEALED POWER & DESIGN | LEBA | 414/A/206655 | 01DE1983 | 45052 | 01DE1983 |
| SEALED POWER | LEBA | 43185 | 08JA1983 | 43165 | 06JA1983 |
| GIRL IN RING | MAYS | 79305 | 21JL1978 | M/79305 | 21JL1985 |
| SEALED POWER | MAYS | 79306 | 21JL1978 | M/79306 | 21JL1985 |
| GIRL IN RING | MEXI | 100127 | 11DE1959 | 100127 | 11DC1994 |
| SEALED POWER & DESIGN | MEXI | 202645 | 08JL1982 | 286343 | 08JL1982 |
| SEALED POWER & DESIGN | MEXI | 202646 | 08JL1982 | 283718 | 08JL1982 |
| SEALED POWER | MEXI | 110400 | 14KR1977 | 204000 | 14KR1982 |
| SEALED POWER | MEXI | 37994 | 09DE1982 | 37994 | 09DE1982 |
| LIGHTNING BOLT | NTWZ | 139839 | 23NO1981 | 139839 | 23NO1981 |
| SEALED POWER & DESIGN | NTWZ | 139840 | 23NO1981 | 8139840 | 23NO1981 |

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TH. PL - "SEALED POWER" OR "SPEED PRO" OR "GIRL IN RING" OR
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CTY

"LIGHTNING BOLT"
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Docket No.

FEDERAL MOGUL TRADEMARKS WORLDWIDE
TRADEMARK

| | CTY | CUR APP NO | CUR APP DT | CUR REG NO | CUR REG DT |
|---------------------------------|------|------------|------------|------------|------------|
| LIGHTNING BOLT | NORM | 813048 | 09NO1981 | 119103 | 22NO1984 |
| SEALED POWER & DESIGN | NORM | 813048 | 09NO1981 | 114916 | 03NO1983 |
| SEALED POWER | NORM | | | 25945 | 27DE1997 |
| SEALED POWER + GIRL IN THE RING | PAKI | 67992 | 20JL1978 | 67992 | 20JL1995 |
| SEALED POWER + GIRL IN THE RING | PAKI | 67791 | 20JL1978 | 67791 | 20JL1985 |
| SEALED POWER WITH INSIGNIA | PAKI | 114374 | 10FE1992 | | |
| LIGHTNING BOLT | PERU | 200980 | 03AP1992 | 43995 | 12AP1992 |
| LIGHTNING BOLT | PERU | 200982 | 03AP1992 | 43996 | 12AP1992 |
| SEALED POWER & DESIGN | PERU | 200981 | 03AP1992 | 43993 | 12AP1992 |
| SEALED POWER & DESIGN | PERU | 200983 | 12AP1992 | 43994 | 12AP1992 |
| SEALED POWER | PERU | | | 41977 | 27JUL1996 |
| SEALED POWER | PERU | | | 4411 | 27JUL1996 |
| SEALED POWER | PHIL | | | 1319 | 23MY1988 |
| SEALED POWER WITH INSIGNIA | PHIL | 48661 | 08JUL1982 | 815 | 23JUL1988 |
| SEALED POWER | PORT | | | 36730 | 20FE1987 |
| SEALED POWER | PORT | | | 142640 | 25JUL1996 |
| SEALED POWER | FORT | | | 250297 | 29MY1992 |
| SEALED POWER | FORT | | | 244767 | 17MY1991 |
| SEALED POWER | PUBR | | | 17447 | 29FE1992 |
| SEALED POWER & DESIGN | SAFR | 8177105 | 24SE1961 | 817105 | 24SE1991 |
| SEALED POWER & DESIGN | SAFR | 8179318 | 07DE1981 | 8179318 | 07DE1991 |
| SEALED POWER | SAFR | 38/886/1 | 04JL1986 | 38/886/1 | 04JL1986 |
| SEALED POWER | SAFR | 38/886/2 | 04JL1986 | 38/886/2 | 04JL1986 |
| SEALED POWER | SAFR | 1584/37/1 | 08DE1985 | 37/1584/1 | 05OC1985 |
| SEALED POWER | SAFR | 1584/37/2 | 08DE1985 | 1584/37/2 | 05OC1985 |
| SEALED POWER & DESIGN | SAUD | 54/114032 | 14NO1982 | 118/11 | 28JUL1992 |
| GIRL IN RING | SING | 76551 | 12JL1978 | 76551 | 12JL1995 |
| LIGHTNING BOLT | SING | S/1894/B2 | 16AP1982 | 1894/B2 | 16AP1982 |
| SEALED POWER | SING | 76552 | 12JL1978 | 76552 | 12JL1985 |
| SEALED POWER | SING | 91895/82 | 16AP1982 | 1895/82 | 16AP1989 |
| SEALED POWER & DESIGN | SPAI | 991214 | 20JUL1983 | 991214 | 20JUL1993 |
| SEALED POWER & DESIGN | SPAI | 1029412 | 05OC1983 | 1029412 | 05OC1993 |
| SEALED POWER | SPAI | 119205 | 04MR1943 | 119205 | 04MR1988 |
| SEALED POWER | SPAI | 119206 | 04MR1943 | 119206 | 04MR1988 |
| LIGHTNING BOLT | SRIL | 44576 | 20MY1982 | 44576 | 13MY1992 |
| LIGHTNING BOLT | SWED | 815807 | 03NO1981 | 180664 | 19MR1992 |
| SEALED POWER & DESIGN | SWED | 815808 | 03NO1981 | 180761 | 26MR1992 |
| SEALED POWER & DESIGN | SWIT | 6493 | 10DE1981 | 318245 | 10DE1981 |
| SEALED POWER | SWIT | 4436 | 07SE1971 | 395237 | 07SE1991 |
| LIGHTNING BOLT | TAIW | 7038219 | 16NO1981 | 177907 | 16AP1992 |
| SEALED POWER & DESIGN | TAIW | 7038222 | 16NO1981 | 177906 | 16AP1992 |

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TM. PL - "SEALED POWER" OR "SPEED PRO" OR "GIRL IN RING" OR
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CTY

"LIGHTNING BOLT"

Docket No.

NEWS034
FEDERAL MOGUL TRADEMARKS WORLDWIDE
TRADEMARK

| | CTY | CUR APP NO | CUR APP DT | CUR REG NO | CUR REG DT |
|----------------------------|------|------------|------------|------------|------------|
| SEALED POWER & DESIGN | TAIN | 7038221 | 16NO1981 | 180003 | 16MY1992 |
| SEALED POWER | TAIN | 53011 | 08SD1971 | 53011 | 01JUL1992 |
| SEALED POWER | TAIN | 52478 | 08SK1971 | 52478 | 01MY1992 |
| SEALED POWER WITH INSIGNIA | TAIN | 70-38220 | 16NO1981 | 183027 | 01JUL1992 |
| GIRL IN RING | THAI | 366157 | 03AU1990 | 66225 | 04AU1988 |
| SEALED POWER | THAI | 137193 | 07FE1980 | KOR 14351 | 07FE1994 |
| LIGHTNING BOLT | TURK | 119046/81 | 21DK1981 | 133046 | 21DE1991 |
| SEALED POWER & DESIGN | TURK | 119047/81 | 21DE1981 | 133187 | 21DE1991 |
| SEALED POWER | TURK | 52297/71 | 29DE1971 | 133761 | 29DE1991 |
| LIGHTNING BOLT | URUG | 183766 | 07DE1981 | 264665 | 17NO1994 |
| SEALED POWER | URUG | 209970 | 28AO1986 | 289138 | 28AO1996 |
| LIGHTNING BOLT | VENE | 8959-/81 | 14OC1981 | 115.330-F | 18AP1986 |
| SEALED POWER | VENE | 8958/81 | 14OC1981 | 111.090-F | 19AU1985 |
| LIGHTNING BOLT | VENE | 2087 | 29AP1992 | 26010 | 04NY1983 |

RECEIVED TIME 6/19/92 JUN. 9. 10:53AM

PATENT INVESTIGATOR

JUN-09-1992 10:22

ADDITIONAL LICENSED TRADEMARKS

GIRL IN A RING DESIGN

| <u>Country</u> | <u>Reg. No.</u> | <u>Reg. Date</u> | <u>Expires</u> |
|----------------|-----------------|------------------|----------------|
| U.S. | 698991 | 07 Jun 60 | 07 Jun 00 |
| U.S. | 710859 | 07 Feb 61 | 07 Feb 01 |
| U.S. | 894996 | 21 Jul 70 | 21 Jul 00 |
| U.S. | 1074889 | 11 Oct 77 | 11 Oct 97 |
| U.S. | 1171135 | 29 Sep 81 | 29 Sep 01 |

LIGHTNING BOLT DESIGN

| <u>Country</u> | <u>Reg. No.</u> | <u>Reg. Date</u> | <u>Expires</u> |
|----------------|-----------------|------------------|----------------|
| U.S. | 1188412 | 02 Feb 82 | 02 Feb 02 |
| U.S. | 1489241 | 24 May 88 | 24 May 08 |

SEALED POWER

| <u>Country</u> | <u>Reg. No.</u> | <u>Reg. Date</u> | <u>Expires</u> |
|----------------|-----------------|------------------|----------------|
| Korea | 26376 | 08 May 72 | 08 May 02 |
| Netherlands | 1977/82 | 28 May 92 | 28 May 02 |
| Syria | 7468 | 19 Jan 83 | 19 Jan 03 |
| U.S. | 1487293 | 10 May 88 | 10 May 08 |

SPEED-PRO

| <u>Country</u> | <u>Reg. No.</u> | <u>Reg. Date</u> | <u>Expires</u> |
|----------------|-----------------|------------------|-----------------|
| Australia | A419937 | 19 Dec 84 | 19 Dec 05 |
| Canada | 267017 | 05 Mar 82 | 05 Mar 97 |
| Mexico | 177385 | Pending App. | Filed 06 Sep 93 |
| U.S. | 956450 | 03 Apr 73 | 03 Apr 03 |
| U.S. | 1151499 | 21 Apr 81 | 21 Apr 01 |